Claims:

1 1. A compound of Formula (I)

 R^{1} X— $(CR^{6}R^{7})$ - $(CR^{8}R^{9})_{m}$ - $(CR^{10}R^{11})_{i}$ - $(CR^{12}R^{3})$ -HN $(CR^{14}R^{14a})_{n}$ $(CR^{14}R^{14a})_{n}$

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

10 Z is selected from a bond, -C(0)-, -C(0)NH-, -C(S)NH-, $-SO_2-$, and $-SO_2NH-$;

X is selected from $-NR^{1}$, -O-, -S-, and -CHR¹⁶NR¹⁷-;

- 15 R^1 is selected from a C_{6-1} aryl group substituted with 0-5 R^4 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^4 ;
- 20 R^2 is selected from a C_{6-10} ary group substituted with 0-5 R^5 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^5 ;
- 25 R^3 is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(O)_pR^{3d}$, $(CRR)_rC(O)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}R^{3a}$, $(CRR)_rC(O)NR^{3a}QR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(O)OR^{3d}$, a $(CRR)_r-C_{3-10}$

carbocyclic residue substituted with 0-5 R^{3e} , and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

with the proviso that R^3 is not H if R^6 is H λ

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alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{3g} , a C_{5-6} lactam substituted with 0-2 R^{3g} , or a C_{5-6} lactone substituted with 0-2 R^{3g} .

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 R^{3a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c} , C_{2-6} alkyl substituted with 0-3 R^{3e} , C_{3-8} alkenyl substituted with 0-3 R^{3e} , C_{3-8} alkynyl substituted with 0-3 R^{3e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{3e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

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 R^{3b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{3e} , C_{2-8} alkenyl substituted with 0-3 R^{3e} , C_{2-8} alkynyl substituted with 0-3 R^{3e} , and C_{2-8} alkynyl substituted with 0-3 R^{3e} , and a C_{2-8} arbocyclic residue substituted with 0-2 R^{3e} , and a C_{2-8} membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

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 R^{3c} is independently selected from $-C(0)R^{3b}$, $-C(0)OR^{3d}$, $-C(0)NR^{3f}R^{3f}$, and $(CH_2)_r$ phenyl;

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 R^{3d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e} , C_{3-6} alkenyl substituted with 0-3 R^{3e} , C_{3-6} alkynyl substituted with 0-3 R^{3e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e} , and a $(CH_2)_r-5-6$ membered

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heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

R^{3e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO₂, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-6}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_rphenyl$;

 R^{3f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

 $\rm R^{3g}$ is selected from (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{3d}, $(\rm CHR)_qS(O)_pR^{3d}, (\rm CHR)_rC(O)R^{3b}, (\rm CHR)_qNR^{3a}R^{3a}, \\ (\rm CHR)_rC(O)NR^{3a}R^{3a}, (\rm CHR)_rC(O)NR^{3a}OR^{3d}, \\ (\rm CHR)_qSO_2NR^{3a}R^{3a}, (\rm CHR)_rC(O)OR^{3d}, and a (\rm CHR)_r-C_{3-10} \\ carbocyclic residue substituted with 0-5 R^{3e};$

R, at each occurrence, is independently selected from H, $C_{1-6} \text{ alkyl}, \ C_{2-8} \text{ alkenyl}, \ C_{2-8} \text{ alkynyl}, \ (\text{CH}_2)_r C_{3-6}$ $\text{cycloalkyl}, \ (\text{CHR})_r C(0) N R^{3a} R^{3a}, \text{ and } (\text{CHR})_r C(0) O R^{3d}, \text{ and } (\text{CH}_2)_r \text{ phenyl} \text{ substituted with } R^{3e};$

 $\begin{array}{llll} (\text{CR'R'})_r \text{NHC} (=& \text{NR}^{4f}) \, \text{NR}^{4f} \text{R}^{4f}, & (\text{CR'R'})_r \text{S}(0)_p \, (\text{CR'R'})_r \text{R}^{4b}, \\ (\text{CR'R'})_r \text{S}(0)_2 \text{NR}^{4a} \text{R}^{4a}, & (\text{CR'R'})_r \text{NR}^{6f} \text{S}(0)_2 \text{NR}^{6a} \text{R}^{6a}, \\ (\text{CR'R'})_r \text{NR}^{4f} \text{S}(0)_2 \, (\text{CR'R'})_r \text{R}^{4b}, & \text{C}_{1-6} \, \, \text{haloalkyl}, & \text{C}_{2-8} \\ & \text{alkeryl substituted with 0-3 R', and } (\text{CR'R'})_r \text{phenyl} \\ & \text{substituted with 0-3 R}^{4e}; \\ & \text{substituted with 0-3 R}^{4e}; \\ \end{array}$

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alternatively, two R^4 on adjacent atoms on R^1 may join to form a cyclic acetal;

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 R^{4a} , at each occurrence, is independently selected from H, methyl substituted with $0\text{-}1R^{4g}$, $C_{2\text{-}6}$ alkyl substituted with 0-2 R^{5e} , $C_{3\text{-}8}$ alkenyl substituted with 0-2 R^{5e} , a $(CH_2)_r$ - $C_{3\text{-}10}$ carbocyclic residue substituted with 0-5 R^{4e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, 0, and S, substituted with 0-2 R^{4e} ;

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 R^{4b} , at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{4e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e} ;

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 R^{4d} , at each occurrence, is selected from C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{4e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{4e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e} ;

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R^{4e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_rphenyl$;

 R^{4f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

 R^{4g} is independently selected from $-C(0)R^{4b}$, $-C(0)OR^{4d}$, $-C(0)NR^{4f}R^{4f}$, and $(CH_2)_{r}$ phenyl;

R⁵, at each occurrence is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)(CR'R')_rR^{5d}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5d}$, $(CR'R')_rNR^{5f}C(O)(CR'R')_rR^{5d}$, $(CR'R')_rOC(O)(CR'R')_rR^{5d}$, $(CR'R')_rNR^{5f}C(O)NR^{5a}R^{5a}$, $(CR'R')_rOC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)NR^{5a}R^{5a}$, $(CR'R')_rC(C)NR^{5a}R^{5a}$, $(CR'R')_rC(C)NR^{5a}R^{5a}$, $(CR'R')_rC(C)NR^{5a}R^{5a}$, $(CR'R')_rC(C)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)_2NR^{5a}R^{5a}$, $(CR'R')_rNR^{5a}C(O)_2NR^{5a}C^{5a}$, (CR'R'

alternatively, two R^5 on adjacent atoms on R^2 may join to form a cyclic acetal;

 $(CR'R')_r$ phenyl substituted with 0-3 $R^{9}e$;

 R^{5a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g} , C_{2-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} ,

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a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{5e}, and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, 0, and S, substituted with 0-2 R^{5e};

 R^{5b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{5e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e} ;

 R^{5d} , at each occurrence, is independently selected from C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{5e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{5e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e} ;

R^{5e}, at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO₂, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_rphenyl$;

 R^{5f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

 R^{5g} is independently selected from $-C(0)R^{5b}$, $-C(0)OR^{5d}$ $-C(0)NR^{5f}R^{5f}$, and $(CH_2)_r$ phenyl;

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R', at each occurrence, is selected from H, C_{1-6} alkyl, χ_{-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, and (CH₂)_rphenyl substituted with R^{5e};

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 R^6 , is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(0)$ R^{6d} , $(CRR)_rC(0)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, (CRR) rC(0) NR(aR6a, (CRR) rC(0) NR6aOR6d, (CRR) SO2NR6aR6a, $(CRR)_rC(0)OR^{6d}$ a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with $0-5 \, R^{6e}$, and a $(CRR)_r-5-10 \, membered$ heterocyclic system containing 1-4 heteroatoms selected from N, O,\and S, substituted with 0-3 R^{6e};

alternatively, R^6 and R^7 join to form a C_{3-6} cycloalkyl substituted with $0-2 R^{6g} \setminus a$ 5-6 membered ring lactam substituted with 0-2 R^{6g} , $\propto a$ 5-6 membered ring lactone substituted with 0-2 R6g;

- R^{6a}, at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-8} 20 alkenyl substituted with 0-3 R^{6e} , C_{3-8} alkynyl substituted with 0-3 R^{6e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{6e} , and a $(CH_2)_r$ -5-10 membered heterodyclic system containing 1-4 heteroatoms selected from N, O, and 25 S, substituted with 0-3 R^{6e};
 - R^{6b}, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e} , C_{2-8} alkeryl substituted with 0-3 R6e, C2-8 alkynyl substituted with 0-3 R^{6e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{6e} , and a $(CH_2)_r$ -5-6 membered

heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

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R^{6d}, at each occurrence, is independently selected from H, methyl $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{6e}, C_{3-6} alkenyl substituted with 0-3 R^{6e}, C_{3-6} alkynyl substituted with 0-3 R^{6e}, a C_{3-10} carbocyclic residue substituted with 0-3 R^{6e}, and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

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 R^{6e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_rphenyl$;

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 R^{6f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

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R^{6g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{6d}$, $(CHR)_qS(O)_pR^{6d}$, $(CHR)_rC(O)R^{6b}$, $(CHR)_qNR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}R^{6a}$, $(CHR)_rC(O)NR^{6a}OR^{6d}$, $(CHR)_qSO_2NR^{6a}R^{6a}$, $(CHR)_rC(O)OR^{6d}$, and a $(CHR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{6e} ;

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R⁷, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$, $(CRR)_qS(O)_pR^{7d}, (CRR)_rC(O)R^{7b}, (CRR)_rNR^{7a}R^{7a}, \\ (CRR)_rC(O)NR^{7a}R^{7a}, (CRR)_rC(O)NR^{7a}OR^{7d}, \\ (CRR)_qSO_2NR^{7a}R^{7a}, (CRR)_rC(O)OR^{7d}, a (CRR)_r-C_{3-10} \\ carbocyclic residue substituted with 0-5 R^{7e}, and a$

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 $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

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- R^{7a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e} , C_{3-8} alkenyl substituted with 0-3 R^{7e} , C_{3-8} alkynyl substituted with 0-3 R^{7e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{7e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;
- R^{7b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e} , C_{2-8} alkenyl substituted with 0-3 R^{7e} , C_{2-8} alkynyl substituted with 0-3 R^{7e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{7e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;
- R^{7d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{7e} , C_{3-6} alkenyl substituted with 0-3 R^{7e} , C_{3-6} alkynyl substituted with 0-3 R^{7e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{7e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;
- 30 R^{7e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$,

 $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_rphenyl$;

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 R^{7f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R⁸ is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{8d}$, $(CRR)_rS(0)_pR^{8d}$, $(CRR)_rC(0)R^{8b}$, $(CRR)_rNR^{8a}R^{8a}$, $(CRR)_rC(0)NR^{8a}R^{8a}$, $(CRR)_rC(0)NR^{8a}OR^{8d}$, $(CRR)_rSO_2NR^{8a}R^{8a}$, $(CRR)_rC(0)OR^{8d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{8e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

alternatively, R^8 and R^9 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{8g} , a 5-6 membered ring lactam substituted with 0-2 R^{8g} , or a 5-6 membered ring lactone substituted with 0-2 R^{8g} ;

 R^{8a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{8e} , C_{3-8} alkenyl substituted with 0-3 R^{8e} , C_{3-8} alkynyl substituted with 0-3 R^{8e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{8e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

 R^{8b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{8e} , C_{2-8} alkenyl

substituted with 0-3 R^{8e} , C_{2-8} alkynyl substituted

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with 0-3 R^{8e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{8e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

- R^{8d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{8e} , C_{3-6} alkenyl substituted with 0-3 R^{8e} , C_{3-6} alkynyl substituted with 0-3 R^{8e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{8e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;
- R^{8e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_rphenyl$;
- 20 R^{8f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;
- R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$, $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{8e} ;
- R⁹ is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, $C_2 \setminus_{6}$ 30 alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$, $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9b}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}CR^{9d}$,

 $(CRR)_r SO_2 NR^{9a} R^{9a}$, $(CRR)_r C(0) OR^{9d}$, a $(CRR)_r - C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CRR)_r - 5 - 10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

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 R^{9a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-8} alkenyl substituted with 0-3 R^{9e} , C_{3-8} alkynyl substituted with 0-3 R^{9e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

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 R^{9b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e} , C_{2-8} alkenyl substituted with 0-3 R^{9e} , C_{2-8} alkynyl substituted with 0-3 R^{9e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{9e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

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 R^{9d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-6} alkenyl substituted with 0-3 R^{9e} , C_{3-6} alkynyl substituted with 0-3 R^{9e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

R^{9e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO₂, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl $(CH_2)_rNR^{9f}R^{9f}$, and $(CH_2)_rphenyl$;

 R^{9f} , at each occurrence, is independently selected from H, C_{1-6} alkyl and C_{3-6} cycloalkyl;

- 10 R¹⁰ is selected from H, C₁₋₆ alkyl, C₂₋₆ alkenyl, C₂₋₆ alkynyl, (CRR) OH, (CRR) SH, (CRR) OR^{10d}, (CRR) CO) $_{\rm p}$ R^{10d}, (CRR) $_{\rm r}$ C(O) $_{\rm p}$ R^{10d}, (CRR) $_{\rm r}$ C(O) $_{\rm p}$ R^{10d}, (CRR) $_{\rm r}$ C(O) $_{\rm p}$ R^{10a}, a (CRR) $_{\rm r}$ C₃₋₁₀ (CRR) $_{\rm r}$ C(O) $_{\rm p}$ R^{10d}, a (CRR) $_{\rm r}$ C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{10e}, and a (CRR) $_{\rm r}$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e};
- 20 alternatively, R^{10} and R^{11} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{10g} , a 5-6 membered ring lactam substituted with 0-2 R^{10g} , or a 5-6 membered ring lactone substituted with 0-2 R^{10g} ;
- 25 R^{10a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-8} alkenyl substituted with 0-3 R^{10e} , C_{3-8} alkynyl substituted with 0-3 R^{10e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

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R10b, at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e} , C_{2-8} alkenyl substituted with 0-3 R^{10e} , C_{2-8} alkynyl substituted with 0-3 R^{10e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{10e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

R^{10d}, at each occurrence, is independently selected from H, methyl, $-Ck_3$, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-6} alkenyl substituted with 0-3 R^{10e} , C_{3-6} alkynyl substituted with 0-3 R^{10e} , a C_{3-10} carbocyclic residue substituted with $0-3\ R^{10e}$, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 $R^{1/9}e$;

 ${\bf R}^{10e},$ at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2} alkynyl, C_{3-6} 20 cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_rNR^{10f}$

R^{10f}, at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

 R^{10g} is selected from (CHR)_aOH, (CHR)_aSH, (CHR)_aOR^{10d}, $(CHR)_{gS}(0)_{pR}^{10d}$, $(CHR)_{rC}(0)_{R}^{10b}$, $(CHR)_{gNR}^{10a}^{10a}$, $(CHR)_{r}C(O)NR^{10a}R^{10a}$, $(CHR)_{r}C(O)NR^{10a}OR^{10d}$, $(CHR)_{c}SO_{2}NR^{10a}R^{10a}$, $(CHR)_{r}C(O)OR^{10d}$, and a $(CHR)_{r}-C_{3-10}$ carbocyclic residue substituted with 0-5 R10e;

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R¹¹ is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$, $(CRR)_rS(0)_pR^{11d}$, $(CRR)_rC(0)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$, $(CRR)_rC(0)NR^{11a}OR^{11d}$, $(CRR)_rC(0)NR^{11a}OR^{11d}$, $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(0)OR^{11d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(CRR)_r-5$ -10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

 R^{11a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-8} alkenyl substituted with 0-3 R^{11e} , C_{3-8} alkynyl substituted with 0-3 R^{11e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{1e} ;

20 R^{11b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e} , C_{2-8} alkenyl substituted with 0-3 R^{11e} , C_{2-8} alkynyl substituted with 0-3 R^{11e} , a $(CH_2)_r$ - C_{3-6} carbodyclic residue substituted with 0-2 R^{11e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

 R^{11d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-6} alkenyl substituted with 0-3 R^{11e} , C_{3-6} alkynyl substituted with 0-3 R^{11e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e} , and a

(CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e};

 R^{11e} , at each\occurrence, is independently selected from C_{1-6} alkyl C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, $\Cl, F, Br, I, CN, NO_2, (CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_r$ phenyl;

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 R^{11f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

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 R^{12} is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, (CRR) qOH, (CRR) qSH, (CRR) qOR12d, $(CRR)_{q}S(0)_{p}R^{12d}$, $(CRR)_{r}C(0)R^{12b}$, $(CRR)_{r}NR^{12a}R^{12a}$, $(CRR)_rC(0)NR^{12a}R^{12a}$, $(CRR)_rC(0)NR^{12a}OR^{12d}$, $(CRR)_{G}SO_{2}NR^{12a}R^{12a}$, $(CRR)_{r}C(\grave{O})OR^{12d}$, a $(CRR)_{r}-C_{3-10}$ carbocyclic residue substituted with 0-5 R12e, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from $N \setminus O$, and S,

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substituted with 0-3 R^{12e};

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H, methyl, C_{2-6} alkyl substituted with 0-3 R^{12e} , C_{3-8} alkenyl substituted with 0-3 R^{12e}, C₃₋₈\alkynyl substituted with 0-3 R^{12e}, $(CH_2)_rC_{3-6}$ cycloalkyl, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substitut ed with 0-5

 R^{12a} , at each occurrence, is independently selected from

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containing 1-4 heteroatoms selected from N, \lozenge , and

 R^{12e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system

S, substituted with 0-3 R^{12e} ;

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 R^{12b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e} , C_{2-8} alkenyl substituted with 0-3 R^{12e} , C_{2-8} alkynyl substituted with 0-3 R^{12e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{12e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

 R^{12d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{12e} , C_{3-6} alkenyl substituted with 0-3 R^{12e} , C_{3-6} alkynyl substituted with 0-3 R^{12e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{12e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

 R^{12e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_r$ phenyl;

- R^{12f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;
 - ${\bf R}^{14}$ and ${\bf R}^{14a}$ are independently selected from M, and ${\bf C}_{1-4}$ alkyl substituted with 0-1 ${\bf R}^{14b}$,
- 30 alternatively, R^{14} and R^{14a} can join to form a $C_3 C_3$ cycloalkyl;

R146, at each occurrence, is independently selected from -OH, -SH, $-NR^{14c}R^{14c}$, -C(O) $NR^{14c}R^{14c}$, -NHC(O) R^{14c} and phenyl; R^{14c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl; R^{15} is selected from H, C_{1-4} alkyl, and C_{3-6} cycloalkyl; R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a} , and C_{3} cycloalkyl substituted with 0-3 R^{16a} ; 10 R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, -NR $^{16c}R^{16c}$, $-C(0)NR^{16c}R^{16c}$, and $-NHC(0)R^{16c}$; R^{16c} is selected from H, c_{1-4} alkyl and C_{3-6} cycloalkyl; 15 R^{17} is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl; n is selected from 1 and 2; 20 1 is selected from 0 and 1; m is selected from 0 and 1; p, at each occurrence, is selected from 0, 1, or 2; 25 q, at each occurrence, is selected from 1\(\chi_2\), 3, or 4; and r, at each occurrence, is selected from 0, 1, 30 A compound of claim 1, wherein Z is selected from a bond, -C(0)-, -C(0)NH-, -C(S)NH-, 35 $-SO_2-$, and $-SO_2NH-$; X is selected from $-NR^{17}$ -, -O-, -S-, and $-CHR^{16}NR^{17}$ -;



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 R^1 is selected from a C_{6-10} aryl group substituted with 0-5 R^4 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^4 ;

 R^2 is selected from a C_{6-10} aryl group substituted with 0-5 R^5 and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^5 ;

R³ is selected from $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{3d}$, $(CRR)_qS(0)_pR^{3d}$, $(CRR)_rC(0)R^{3b}$, $(CRR)_qNR^{3a}R^{3a}$, $(CRR)_rC(0)NR^{3a}R^{3a}$, $(CRR)_rC(0)NR^{3a}OR^{3d}$, $(CRR)_qSO_2NR^{3a}R^{3a}$, $(CRR)_rC(0)OR^{3d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{3e}, and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{3g} , a C_{5-6} lactam substituted with 0-2 R^{3g} ; or a C_{5-6} lactone substituted with 0-2 R^{3g} ;

 R^{3a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{3c} , C_{2-6} alkyl substituted with 0-3 R^{3e} , C_{3-8} alkenyl substituted with 0-3 R^{3e} , C_{3-8} alkynyl substituted with 0-3 R^{3e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{3e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

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R^{3b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{3e}, C₂₋₈ alkenyl substituted with 0-3 R^{3e}, C₂₋₈ alkynyl substituted with 0-3 R^{3e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{3e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e};

10 R^{3c} is independently selected from $-C(0)R^{3b}$, $-C(0)OR^{3d}$, $-C(0)NR^{3f}R^{3f}$, and $(CH_2)_r$ phenyl;

 R^{3d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{3e} , C_{3-6} alkenyl substituted with 0-3 R^{3e} , C_{3-6} alkynyl substituted with 0-3 R^{3e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{3e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} ;

 R^{3e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO₂, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{3f}R^{3f}$, and $(CH_2)_rPhenyl$;

 R^{3f} , at each occurrence, is selected from H, c_{1-6} alkyl, and C_{3-6} cycloalkyl;

 R^{3g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{3d}$, $(CHR)_qS(O)_pR^{3d}$, $(CHR)_rC(O)R^{3b}$, $(CHR)_qNR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$,

 $(CHR)_qSO_2NR^{3a}R^{3a}$, $(CHR)_rC(O)OR^{3d}$, and a $(CHR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{3e} ;

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- R, at each occurrence, is independently selected from H, $C_{1-6} \text{ alkyl}, \ C_{2-8} \text{ alkenyl}, \ C_{2-8} \text{ alkynyl}, \ (\text{CH}_2)_r C_{3-6}$ $\text{cycloalkyl}, \ (\text{CHR})_r C(0) N R^{3a} R^{3a}, \text{ and } (\text{CHR})_r C(0) O R^{3d}, \text{ and }$ $(\text{CH}_2)_r \text{phenyl} \text{ substituted with } R^{3e};$
- \mathbb{R}^4 , at each occurrence, is selected from \mathbb{C}_{1-8} alkyl, \mathbb{C}_{2-8} alkenyl, C2-8 alkynyl, (CH2)rC3-6 cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rS(CR'R')_rR^{4\delta}$, $(CR'R')_rC(O)OH$, $(CR'R')_{r}C(O)(CR'R')_{r}R^{4b}, (CR'R')_{r}C(O)NR^{4a}R^{4a},$ $(CR'R')_rNR^{4f}C(O)(CR'R')_rR^{4b}$, $(CR'R')_rC(O)O(CR'R')_rR^{4d}$, $(CR'R')_{r}OC(O)(CR'R')_{r}R^{4b}$ $(CR'R')_rNR^{4f}C(O)O(CR'R')_rR^{4d}$, $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{6a}C(S)NR^{6a}(CR'R')_rR^{6d}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$, $(CR'R')_rC(=NR^{4f})NR^{4a}R^{4a}$, $(CR'R')_rNHC(=NR^{4f})NR^{4f}R^{4f}, (CR'R')_rS(O)_p(CR'R')_rR^{4b},$ $(CR'R')_rS(0)_2NR^{4a}R^{4a}$, $(CR'R')_rNR^{6f}S(0)_2NR^{6a}R^{6a}$, $(CR'R')_rNR^{4f}S(0)_2(CR'R')_rR^{4b}, C_{1-6}$ haloalkyl, C_{2-8} alkenyl substituted with 0-3 R', $C_{\lambda-8}$ alkynyl substituted with 0-3 R', and (CR'R') phenyl
 - alternatively, two R^4 on adjacent atoms on R^1 may join to form a cyclic acetal;

substituted with 0-3 R^{4e};

30 R^{4a} , at each occurrence, is independently selected from H, methyl substituted with $0-1R^{4g}$, C_{2-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with

0-5 R^{4e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, 0, and S, substituted with 0-2 R^{4e} ;

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- R^{4b} , at each occurrence, is selected from C_{1-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{4e} , and a $(CH_2)_r-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e} ;
- R^{4d} , at each occurrence is selected from C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{4e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{4e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{4e} ;

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 R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_rphenyl$;

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- R^{4f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;
- R^{4g} is independently selected from $-C(0)R^{4b}$, $-C(0)OR^{4d}$, 30 $-C(0)NR^{4f}R^{4f}$, and $(CH_2)_r$ phenyl;
 - R⁵, at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO₂, CN, $(CR'R')_rNR^{5a}R^{5a}$, $(CR'R')_rOH$, $(CR'R')_rO(CR'R')_rR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$,

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 $(CR'R')_{r}S(CR'R')_{r}R^{5d}, \quad (CR'R')_{r}C(0)OH, \\ (CR'R')_{r}C(0)(CR'R')_{r}R^{5b}, \quad (CR'R')_{r}C(0)NR^{5a}R^{5a}, \\ (CR'R)_{r}NR^{5f}C(0)(CR'R')_{r}R^{5b}, \quad (CR'R')_{r}C(0)O(CR'R')_{r}R^{5d}, \\ (CR'R')_{r}OC(0)(CR'R')_{r}R^{5b}, \quad CR'R')_{r}NR^{5f}C(0)O(CR'R')_{r}R^{5d}, \\ (CR'R')_{r}OC(0)NR^{5a}R^{5a}, \quad (CR'R')_{r}NR^{5a}C(0)NR^{5a}R^{5a}, \\ (CR'R')_{r}C(=NR^{5f})NR^{5a}R^{5a}, \quad (CR'R')_{r}NHC(=NR^{5f})NR^{5f}R^{5f}, \\ (CR'R')_{r}S(0)_{p}(CR'R')_{r}R^{5b}, \quad (CR'R')_{r}S(0)_{2}NR^{5a}R^{5a}, \\ (CR'R')_{r}NR^{5a}S(0)_{2}NR^{5a}R^{5a}, \quad (CR'R')_{r}NR^{5f}S(0)_{2}(CR'R')_{r}R^{5b}, \\ (CR'R')_{r}NR^{5a}S(0)_{2}NR^{5a}R^{5a}, \quad (CR'R')_{r}NR^{5f}S(0)_{2}(CR'R')_{r}R^{5b}, \\ (C_{2-8} \text{ alkynyl substituted with } 0-3 R', \text{ and } \\ (CR'R')_{r}phenyl \text{ substituted with } 0-3 R^{5e}; \\ \end{aligned}$

alternatively, two R^5 on adjacent atoms on R^2 may join to form a cyclic acetal;

 R^{5a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{5g} , C_{2-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{5e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, 0, and S, substituted with 0-2 R^{5e} ;

25 R^{5b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , a $(CH_2)_rC_{3-6}$ carbocyclic residue substituted with 0-3 R^{5e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{5e} ;

 R^{5d} , at each occurrence, is independently selected from C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl

substituted with 0-2 R^{5e} , methyl, CF_3 , C_{2-6} alkyl substituted with 0-3 R^{5e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-3 R^{5e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{5e} ;

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- R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{5f}R^{5f}$, and $(CH_2)_rphenyl$;
- R^{5f} , at each occurrence, is selected from H, C_{1-5} alkyl, and C_{3-6} cycloalkyl, and phenyl;

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- R^{5g} is independently selected from $-C(0)R^{5b}$, $-C(0)OR^{5d}$, $-C(0)NR^{5f}R^{5f}$, and $(CH_2)_r$ phenyl;
- R', at each occurrence, is selected from H, C_{1-6} alkyl, $C_{2-8} \text{ alkenyl, } C_{2-8} \text{ alkynyl, } (CH_2)_rC_{3-6} \text{ cycloalkyl, and}$ $(CH_2)_r\text{phenyl substituted with } R^{5e};$
- R⁶, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(0)_pR^{6d}$, $(CRR)_rC(0)R^{6b}$, $(CRR)_rNR^{6a}R^{6a}$, $(CRR)_rC(0)NR^{6a}R^{6a}$, $(CRR)_rC(0)NR^{6a}R^{6a}$, $(CRR)_rC(0)OR^{6d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{6e} , and a $(CRR)_r-5+10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;
 - alternatively, R^6 and R^7 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{6g} , a 5-6 membered ring lactam substituted with 0-2 R^{6g} , or a 5-6 membered ring lactone substituted with 0-2 R^{6g} ;

at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{6e} , C_{3-8} alkenyl substituted with 0-3 R^{6e} , C_{3-8} alkynyl substituted with 0-3 R^{6e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{6e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;

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- R^{6b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{6e} , C_{2-8} alkenyl substituted with 0-3 R^{6e} , C_{2-8} alkynyl substituted with 0-3 R^{6e} , a $(CH_2)_1-C_{3-6}$ carbocyclic residue substituted with 0-2 R^{6e} , and a $(CH_2)_1-5-6$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} ;
- R^{6d}, at each occurrence, is independently selected from H,

 methyl, -CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e},

 C₃₋₆ alkenyl substituted with 0-3 R^{6e}, C₃₋₆ alkynyl

 substituted with 0-3 R^{6e}, a C₃₋₁₀ carbocyclic residue

 substituted with 0-3 R^{6e}, and a (CH₂)₁-5-6 membered

 heterocyclic system containing 1-4 heteroatoms

 selected from N, O, and S, substituted with 0-3 R^{6e};
 - R^{6e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{6f}R^{6f}$, and $(CH_2)_rphenyl$;

 R^{6f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

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R^{6g} is selected from (CHR) $_{q}$ OH, (CHR) $_{q}$ SH, (CHR) $_{q}$ OR^{6d}, (CHR) $_{q}$ S(O) $_{p}$ R^{6d}, (CHR) $_{r}$ C(O)R^{6b}, (CHR) $_{q}$ NR^{6a}R^{6a}, (CHR) $_{r}$ C(O)NR^{6a}QR^{6d}, (CHR) $_{r}$ C(O)NR^{6a}QR^{6d}, (CHR) $_{r}$ C(O)OR^{6d}, and a (CHR) $_{r}$ -C3-10 carbocyclic residue substituted with 0-5 R^{6e};

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R⁷, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{7d}$, $(CRR)_qS(0)_pR^{7d}$, $(CRR)_rC(0)R^{7b}$, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rC(0)NR^{7a}R^{7a}$, $(CRR)_rC(0)NR^{7a}OR^{7d}$, $(CRR)_qSO_2NR^{7a}R^{7a}$, $(CRR)_rC(0)OR^{7d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{7e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

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 R^{7a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{7e} , C_{3-8} alkenyl substituted with 0-3 R^{7e} , C_{3-8} alkynyl substituted with 0-3 R^{7e} , $(CH_2)_rC_3$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{7e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

30 R^{7b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{7e} , C_{2-8} alkenyl substituted with 0-3 R^{7e} , C_{2-8} alkynyl substituted

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with 0-3 R^{7e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{7e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

 R^{7d} , at each occurrence, is independently selected from H, methyl, -CF3, C_{2-6} alkyl substituted with 0-3 R^{7e} , C_{3-6} alkenyl substituted with 0-3 R^{7e} , C_{3-6} alkynyl substituted with 0-3 R^{7e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{7e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e} ;

 R^{7e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{7f}R^{7f}$, and $(CH_2)_rphenyl$;

20 R^{7f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R⁸ is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{8d}$, $(CRR)_rS(O)_pR^{8d}$, $(CRR)_rC(O)R^{8b}$, $(CRR)_rNR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}R^{8a}$, $(CRR)_rC(O)NR^{8a}OR^{8d}$, $(CRR)_rSO_2NR^{8a}R^{8a}$, $(CRR)_rC(O)OR^{8d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{8e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

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alternatively, R^8 and R^9 join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{8g} , a 5-6 membered ring lactam substituted with 0-2 R^{8g} , or a 5-6 membered ring lactone substituted with 0-2 R^{8g} ;

 R^{8a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{8e} , C_{3-8} alkenyl substituted with 0-3 R^{8e} , C_{3-8} alkynyl substituted with 0-3 R^{8e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{8e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

15 R^{8b}, at each occurrence, is independently selected from C₁₋₆ alkyl substituted with 0-3 R^{8e}, C₂₋₈ alkenyl substituted with 0-3 R^{8e}, C₂₋₈ alkynyl substituted with 0-3 R^{8e}, a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with 0-2 R^{8e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e};

 R^{8d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{8e} , C_{3-6} alkenyl substituted with 0-3 R^{8e} , C_{3-6} alkynyl substituted with 0-3 R^{8e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{8e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{8e} ;

 R^{8e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6}

cycloalkyl, Cl, F, Br, I, CN, NO₂, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl $(CH_2)_rNR^{8f}R^{8f}$, and $(CH_2)_rphenyl$;

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 R^{8f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

 R^{8g} is selected from $(CHR)_qOH$, $(CHR)_qSH$, $(CHR)_qOR^{8d}$, $(CHR)_qS(O)_pR^{8d}$, $(CHR)_rC(O)R^{8b}$, $(CHR)_qNR^{8a}R^{8a}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_rC(O)NR^{8a}OR^{8d}$, $(CHR)_qSO_2NR^{8a}R^{8a}$, $(CHR)_rC(O)OR^{8d}$, and a $(CHR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{8e} ;

R⁹ is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{9d}$, $(CRR)_rS(O)_pR^{9d}$, $(CRR)_rC(O)R^{9d}$, $(CRR)_rNR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}R^{9a}$, $(CRR)_rC(O)NR^{9a}OR^{9d}$, $(CRR)_rSO_2NR^{9a}R^{9a}$, $(CRR)_rC(O)OR^{9d}$ a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

 R^{9a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-8} alkenyl substituted with 0-3 R^{9e} , C_{3-8} alkynyl substituted with 0-3 R^{9e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{9e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

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 R^{9b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{9e} , C_{2-8} alkenyl substituted with 0-3 R^{9e} , C_{2-8} alkynyl substituted with 0-3 R^{9e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{9e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;

- R^{9d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{9e} , C_{3-6} alkenyl substituted with 0-3 R^{9e} , C_{3-6} alkynyl substituted with 0-3 R^{9e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{9e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{9e} ;
- R^{9e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, C_{1} , F, Br, I, CN, NO_{2} , $(CF_{2})_{r}CF_{3}$, $(CH_{2})_{r}OC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_{2})_{r}SC_{1-5}$ alkyl, $(CH_{2})_{r}NR^{9f}R^{9f}$, and $(CH_{2})_{r}Phenyl$;
- R^{9f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R¹⁰ is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{10d}$, $(CRR)_rS(0)_pR^{10d}$, $(CRR)_rC(0)R^{10b}$, $(CRR)_rNR^{10a}R^{10a}$, $(CRR)_rC(0)NR^{10a}R^{10a}$, $(CRR)_rC(0)NR^{10a}OR^{10d}$, $(CRR)_rSO_2NR^{10a}R^{10a}$, $(CRR)_rC(0)OR^{10d}$, a $(CRR)_rC_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} and a $(CRR)_r-5-10$ membered heterocyclic system containing

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 $1\sqrt{4}$ heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

alternatively, R^{10} and R^{11} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{10g} , a 5-6 membered ring lactam substituted with 0-2 R^{10g} , or a 5-6 membered ring lactone substituted with 0-2 R^{10g} ;

 R^{10a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-8} alkenyl substituted with 0-3 R^{10e} , C_{3-8} alkynyl substituted with 0-3 R^{10e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{10e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ,

 R^{10b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{10e} , C_{2-8} alkenyl substituted with 0-3 R^{10e} , C_{2-8} alkynyl substituted with 0-3 R^{10e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{10e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

 R^{10d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{10e} , C_{3-6} alkenyl substituted with 0-3 R^{10e} , C_{3-6} alkynyl substituted with 0-3 R^{10e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{10e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing

1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{10e} ;

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R^{10e}, at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO₂, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{10f}R^{10f}$, and $(CH_2)_rphenyl$;

- 10 R^{10f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;
- R¹¹, is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, $(CRR)_rOH$, $(CRR)_rSH$, $(CRR)_rOR^{11d}$, $(CRR)_rS(O)_pR^{11d}$, $(CRR)_rC(O)R^{11b}$, $(CRR)_rNR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}R^{11a}$, $(CRR)_rC(O)NR^{11a}OR^{11d}$, $(CRR)_rSO_2NR^{11a}R^{11a}$, $(CRR)_rC(O)OR^{11d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{11e} , and a $(CRR)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;
- R^{11a} , at each occurrence, is independently selected from H, methyl, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-8} alkenyl substituted with 0-3 R^{11e} , C_{3-8} alkynyl substituted with 0-3 R^{11e} , $(CH_2)_rC_{3-6}$ cycloalkyl a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5

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 R^{11e} , and a $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

 R^{11b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{11e} , C_{2-8} alkenyl substituted with 0-3 R^{11e} , C_{2-8} alkynyl substituted with 0-3 R^{11e} a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{11e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, Q, and S, substituted with 0-3 R^{11e} ;

R^{11d}, at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{11e} , C_{3-6} alkenyl substituted with 0-3 R^{11e} , C_{3-6} alkynyl substituted with 0-3 R^{11e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{11e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e} ;

 R^{11e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{11f}R^{11f}$, and $(CH_2)_rphenyl$;

 R^{11f} , at each occurrence, is independently selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R¹² is selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR)_qOR^{12d},

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 $\begin{array}{l} (\text{CRR})_q \text{S(O)}_p \text{R}^{12\text{d}}, \ (\text{CRR})_r \text{C(O)} \text{R}^{12\text{b}}, \ (\text{CRR})_r \text{NR}^{12\text{a}} \text{R}^{12\text{a}}, \\ (\text{CRR})_r \text{C(O)} \text{NR}^{12\text{a}} \text{R}^{12\text{a}}, \ (\text{CRR})_r \text{C(O)} \text{NR}^{12\text{a}} \text{OR}^{12\text{d}}, \\ (\text{CRR})_q \text{SO}_2 \text{NR}^{12\text{a}} \text{R}^{12\text{a}}, \ (\text{CRR})_r \text{C(O)} \text{OR}^{12\text{d}}, \ \text{a } (\text{CRR})_r \text{-C}_{3\text{-}10} \\ \text{carbodyclic residue substituted with 0-5 R}^{12\text{e}}, \ \text{and a } \\ (\text{CRR})_r \text{-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, } \\ \text{substituted with 0-3 R}^{12\text{e}}; \end{array}$

 R^{12a} , at each occurrence, is independently selected from H, methyl, C_{2-1} alkyl substituted with 0-3 R^{12e} , C_{3-8} alkenyl substituted with 0-3 R^{12e} , C_{3-8} alkynyl substituted with 0-3 R^{12e} , $(CH_2)_rC_{3-6}$ cycloalkyl, a $(CH_2)_r-C_{3-10}$ carbocyclic residue substituted with 0-5 R^{12e} , and a $(CH_2)_r-5-10$ membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

 R^{12b} , at each occurrence, is independently selected from C_{1-6} alkyl substituted with 0-3 R^{12e} , C_{2-8} alkenyl substituted with 0-3 R^{12e} , C_{2-8} alkynyl substituted with 0-3 R^{12e} , a $(CH_2)_r$ - C_{3-6} carbocyclic residue substituted with 0-2 R^{12e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

 R^{12d} , at each occurrence, is independently selected from H, methyl, $-CF_3$, C_{2-6} alkyl substituted with 0-3 R^{12e} , C_{3-6} alkenyl substituted with 0-3 R^{12e} , C_{3-6} alkynyl substituted with 0-3 R^{12e} , a C_{3-10} carbocyclic residue substituted with 0-3 R^{12e} , and a $(CH_2)_r$ -5-6 membered heterocyclic system containing

1 4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e} ;

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- R^{12e} , at each occurrence, is independently selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, $-O-C_{1-6}$ alkyl, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{12f}R^{12f}$, and $(CH_2)_rphenyl$;
- 10 R^{12f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;
 - ${\bf R}^{14}$ and ${\bf R}^{14a}$ are independently selected from H, and ${\bf C}_{1-4}$ alkyl substituted with 0-1 ${\bf R}^{14b}$,

alternatively, R^{14} and R^{14a} can join to form a C_{3-6} cycloalkyl;

- R^{14b} , at each occurrence, is independently selected from 20 -OH, -SH, -NR^{14c}R^{14c}, -C(O)NR^{14c}R^{14c}, -NHC(O)R^{14c} and phenyl;
 - R^{14c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;
- 25 R^{15} is selected from H, C_{1-4} alkyl, and c_{3-6} cycloalkyl;
 - R^{16} is selected from H, C_{1-4} alkyl substituted with 0-3 R^{16a} , and C_{3-6} cycloalkyl substituted with 0-3 R^{16a} ;
- 30 R^{16a} is selected from C_{1-4} alkyl, -OH, -SH, -NR $^{16c}R^{16c}$, -C(O)NR $^{16c}R^{16c}$, and -NHC(O)R 16c ;
 - R^{16c} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl;

 $R_{1}^{1/7}$ is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl; n is selected from 1 and 2; 1 is selected from 0 and 1; m is selected from 0 and 1; p, at each occurrence, is selected from 0, 1, or 2; 10 q, at each occurrence, is selected from 1, 2, 3, or 4; and r, at each occurrence, is selected from 0, 1, 2, 3, or 4. 15 The compound of claim 2, wherein: R^{14} and R^{14a} are H; R^{15} is H; and 20 n is 1. The compound of claim 3, wherein: 25 R^{16} is selected from H, C_{1-4} alky χ substituted with 0-1 R^{16a}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl\(\chi\) i-butyl, and sbutyl, and C_{3-4} cycloalkyl substituted with 0-3 R^{16a} 30 wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl; R^{16a} is selected from methyl, ethyl, propyl, i-propyl, -OH, -SH, $-NR^{16c}R^{16c}$, $-C(O)NR^{16c}R^{16c}$, and $-NHC(O)R^{16c}$; 35 and

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 R^{17} is selected from H, methyl, ethyl, propyl, and ipropyl.

5.) The compound of claim 4, wherein:

 $\mathcal{F}\mathcal{N}$ R⁹ and R¹¹ are H; and

 ${\rm R}^{8}$ and ${\rm R}^{10}$ are independently selected from H, ${\rm C}_{1-6}$ alkyl, ${\rm C}_{2-6} \text{ alkenyl}, \ {\rm C}_{2-6} \text{ alkynyl}, \text{ a } ({\rm CH}_{2})_{\rm r}\text{-}{\rm C}_{3-10} \text{ carbocyclic}$ residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

(6.) The compound of claim 5, wherein:

R³ is selected from (CRR)_QOH, (CRR)_qSH, (CRR)_qOR^{3d}, (CRR)_qS(O)_pR^{3d}, (CRR)_rC(O)R^{3b}, (CRR)_qNR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}R^{3a}, (CRR)_rC(O)NR^{3a}OR^{3d}, (CRR)_qSO₂NR^{3a}R^{3a}, (CRR)_rC(O)OR^{3d}, a (CRR)_r-C₃₋₁₀ carbocyclic residue substituted with 0-5 R^{3e}, and a (CRR)_r-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{3e} wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzothiazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, pyrralidinyl, tetrahydrofuranyl

pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

35 R⁶ is selected from H, $(CRR)_qOH$, $(CRR)_qSH$, $(CRR)_qOR^{6d}$, $(CRR)_qS(O)_pR^{6d}$, $(CRR)_rC(O)R^{6b}$, $(CRR)_qNR^{6a}R^{6a}$,

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 $(CRR)_rC(0)NR^{6a}R^{6a}$, $(CRR)_rC(0)NR^{6a}OR^{6d}$, $(CRR)_{r}SO_{2}NR^{6a}R^{6a}$, $(CRR)_{r}C(0)OR^{6d}$, a $(CRR)_{r}-C_{6-10}$ carbocyclic residue substituted with 0-5 R6e, and a (CRR)_r-\$-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-6 R6e wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl\ quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, \isoxazolyl, piperidinyl, pyrrazolyl, pyrrolidinyl, tetrahydrofuranyl, tetrahydrothiophenyl, 1,2,4-triazolyl, 1,2,6triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, \and pyrimidinyl;

 R^7 is H:

R12 is selected from H, methyl ethyl, and propyl; 20

alternatively, R^3 and R^{12} join to form a C_{3-6} cycloalkyl substituted with 0-2 R^{3g} , a $C_{5} \downarrow_{6}$ lactam substituted with 0-2 R^{3g} , or a C_{5-6} lactone substituted with 0-2 \mathbb{R}^{3g} .

The compound of claim 6, wherein:

 ${
m R}^{1}$ is selected from phenyl substituted with 0-3 ${
m R}^{4}$ and a 5-10 membered heteroaryl system substituted with 0-3 30 R4, wherein the heteroaryl is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, 35 indazolyl, indolyl, isoquinolinyl isothiazolyl,

isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

B 5

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R² is selected from phenyl substituted with 0-3 R⁵ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms substituted with 0-3 R⁵, wherein the heteroaryl system is selected from benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl,

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The compound of claim 7, wherein:

thiazolyl, thienyl, and tetrazòlyl.

X is CMR16R17;

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 R^4 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CR'R')_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_rNR^{4a}R^{4a}$, $(CR'R')_rOH$,

Br, I, F, NO_2 , CN, $(CR'R')_rNR^{4d}R^{4d}$, $(CR'R')_r$ $(CR'R')_rOR^{4d}$, $(CR'R')_rSH$, $(CR'R')_rSR^{4d}$,

 $(CR'R')_{r}C(O)OH$, $(CR'R')_{r}C(O)R^{4b}$, $(CR'R')_{r}C(O)NR^{4a}R^{4a}$,

 $(CR'R')_rNR^{4f}C(O)R^{4b}$, $(CR'R')_rC(O)OR^{4d}$,

 $(CR'R')_rOC(0)R^{4b}, (CR'R')_rNR^{4f}C(0)OR^{4d},$

 $(CR'R')_rOC(O)NR^{4a}R^{4a}$, $(CR'R')_rNR^{4a}C(O)NR^{4a}R^{4a}$,

 $(CR'R')_rS(0)_pR^{4b}, (CR'R')_rS(0)_2NR^{4a}R^{4a},$

 $(CR'R')_rNR^{4f}S(O)_2R^{4b}, (CR'R')_rNR^{4f}S(O)_2NR^{4a}R^{4a}, C_{1-6}$

haloalkyl, and $(CR'R')_r$ phenyl substituted with 0-3 R^{4e} ;

 a^3

alternatively, two R^4 on adjacent atoms join to form $-0-(CH_2)-0-;$

- R^{4a} , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a $(CN_2)_r$ - C_{3-6} carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;
- R4b, at each occurrence, is selected from methyl, ethyl, 10 propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a $(CH_2)_r-C_{3-6}$ carbocyclic residue substituted with 0-3 R4e, wherein the carbocyclic\residue is selected from cyclopropyl, cyclopentyl and cyclohexyl, 15 and a $(CH_2)_r$ -5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with $0 \stackrel{1}{\sim} 2$ R^{4e}, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, 20 benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, \isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, 25 pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl,
- R^{4d}, at each occurrence, is selected from H methyl, CF₃,

 ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, tbutyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r
 C₃₋₆ carbocyclic residue selected from cyclopropyl,

 cyclobutyl, cyclopentyl and cyclohexyl;

pyrazinyl, and pyrimidinyl;

35 R^{4e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, R

contd.

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Br, I, CN, NO₂, $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_rphenyl$;

- R^{4f}, at each occurrence, is selected from H, methyl, ethyl propyl, i-propyl, butyl, and cyclopropyl, cyclobatyl, and phenyl;
- R⁵, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s- butyl, t-butyl, pentyl, hex χ l, (CR'R')_rC₃₋₆ cycloalkyl, Cl, Br, I, F, 10 NO_2 , CN, $(CR^{1}R^{\prime})_{r}NR^{5a}R^{5a}$, $(CR^{\prime}R^{\prime})_{r}OH$, $(CR^{\prime}R^{\prime})_{r}OR^{5d}$, $(CR'R')_rSH$, $(CR'R')_rC(O)H$, $(CR'R')_rSR^{5d}$, $(CR'R')_rC(O)OH$, $(CR'R')_rC(O)R^{5b}$, $(CR'R')_rC(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{5f}C(O)R^{5b}$, $(CR'R')_rC(O)OR^{5d}$, $(CR'R')_rOC(O)R^{5b}$, $(CR'R')_rNR^{5f}C(O)OR^{5d}$, 15 $(CR'R')_rOC(O)NR^{5a}R^{5a}$ $(CR'R')_rNR^{5a}C(O)NR^{5a}R^{5a}$, $(CR'R')_rNR^{7a}C(0)NR^{7a}R^{\frac{1}{7}a}$, $(CR'R')_rNR^{7a}C(0)O(CR'R')_rR^{7d}$, $(CR'R')_rS(0)_pR^{5b}$, $(CR'R')_rS(0)_2NR^{5a}R^{5a}$, $(CR'R'')_rNR^{5f}S(0)_2R^{5b}$, $C_1 \searrow_6$ haloalkyl, and (CHR') rphenyl substituted with 0-3 R^{5e}; 20

alternatively, two R^5 on adjacent atoms join to form $-O-(CH_2)-O-;$

- 25 R^{5a}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-1 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl;
- R^{5b}, at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, a (CH₂)_r-C₃ carbocyclic residue selected from cyclopropyl

contd.

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cyclobutyl, cyclopentyl, cyclohexyl, and phenyl; and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, azetidinyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzoturanyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolyl, indolyl, isoindolyl, isothiadiazolyl, isoxazolyl, morphlinyl, piperidinyl, pyrrolyl, 2,5-dihydropyrrolyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl;

15 R^{5d}, at each occurrence, is selected from H, methyl, CF₃, ethyl, propyl, i-propyl, butyl, s-butyl, i-butyl, t-butyl, pentyl, hexyl, allyl, propargyl, and a (CH₂)_r-C₃₋₆ carbocyclic residue selected from cyclopropyl, cyclobutyl, cyclopentyl and cyclohexyl;

 R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_rC_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_rCF_3$, $(CH_2)_rOC_{1-5}$ alkyl, OH, SH, $(CH_2)_rSC_{1-5}$ alkyl, $(CH_2)_rNR^{4f}R^{4f}$, and $(CH_2)_rphenyl$; and

R^{5f}, at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, and cyclopropyl, cyclobutyl, and phenyl.

30 (9. The compound of claim 8, wherein:

 R^5 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3 , CF_2CF_3 , CF_2H , OCF_3 , Cl, Br, I, F, SCF_3 , $NR^{5a}R^{5a}$, $NHC(O)OR^{5a}$, $NHC(O)R^{5b}$, and $NHC(O)NHR^{5a}$; and

R12 is selected from H and methyl

compound of claim 9, wherein: Z is -C(0)-; X is -CHR16NR17-: R^1 is selected from phenyl substituted with 0-3 R^4 , and a 5-10 membered heteroaryl system substituted with 0-2 R4, wherein the heteroaryl is selected from indolyl, 10 and pyridyl; R^2 is phenyl substituted with 0-2 R^5 ; R^3 is selected from (CRR)_qOH, (CRR)_qOR^{3d}, (CH₂)_rC(O)OH, 15 $(CH_2)_rC(0)NR^{3a}R^{3a}$, $(CHR)_rC(0)NR^{3a}OR^{3d}$, $(CH_2)C(0)R^{3b}$, $(CH_2)_rC(0)OR^{3d}$, and (CH_2) -phenyl; alternatively, R^3 and R^{12} join to form cyclopropyl, 20 cyclopentyl or cyclohexyl; R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, \t-butyl, allyl, CH2CF3, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and 25 benzyl; R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl; 30 R3d is selected from methyl, ethyl, ptopyl, i-propyl, butyl, i-butyl, t-butyl and benzyl; R is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, nedpentyl, phenyl 35 and benzyl;

R4 is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH3,OCF3, SCH3, SO2CH3, Cl, F, Br, alternatively, two R^4 join to form $-0-(CH_2)-0-$; R⁶ is selected from H, methyl, ethyl, propyl, i-propyl, buty1, $\Diamond(0)$ OCH₃, C(0) NHCH₂CH₃; R^7 , R^9 , and R^{11} are H; 10 R^8 is H; R¹⁰ is selected from H and methyl; 15 R¹⁶ is selected from \H and methyl; R¹⁷ is selected from H and methyl; 20 m is 0 or 1; 1 is 0 or 1 r is 0 or 1; and 25 q is 1. The compound of claim 1, whetein 11. 30 R^3 is H; and R^6 , is selected from C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, (CRR)_qOH, (CRR)_qSH, (CRR) $\sqrt{}$ OR^{6d}, $(CRR)_{q}S(0)_{p}R^{6d}$, $(CRR)_{r}C(0)R^{6b}$, $(CRR)_{r}NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}R^{6a}$, $(CRR)_rC(O)NR^{6a}OR^{6d}$ $(CRR)_rC(O)NR^{6a}R^{6a}$, 35 $(CRR)_rC(0)OR^{6d}$, a $(CRR)_r-C_{3-10}$ carbocyclic residue

substituted with 0-5 R^{6e} , and a $(CRR)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e} .

Cont⁵

The compound of claim 11, wherein

 R^{14} and R^{14a} are H;

 R^{15} is H;

10

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n is 1;

 R^{16} is selected from H, C_{1-4} alkyl substituted with 0-1 R^{16a} , wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, and s-butyl, and C_{3-4} cycloalkyl substituted with 0-3 R^{16a} wherein the cycloalkyl is selected from cyclopropyl and cyclobutyl;

20 R^{16a} is selected from methy, ethyl, propyl, i-propyl, -OH, -SH, -NR^{16c}R^{16c}, -C(O)NR^{16c}R^{16c}, and -NHC(O)R^{16c};

R¹⁷ is selected from H, methyl ethyl, propyl, and ipropyl;

25

30

 ${\tt R}^9$ and ${\tt R}^{11}$ are H; and

 R^8 and R^{10} are independently selected from H, C_{1-6} alkyl, C_{2-6} alkenyl, C_{2-6} alkynyl, a $(CH_2)_r$ - C_{3-10} carbocyclic residue wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl and naphthyl.

amen.35

13. The compound of claim 12, wherein

x is CHR16R17;

contd at

is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, CF_3 , CF_2CF_3 , CF_2H , OCF_3 , Cl, Br, I, F, SCF_3 , $NR^{5a}R^{5a}$, $NHC(0)OR^{5a}$, $NHC(0)R^{5b}$, and $NHC(0)NHR^{5a}$; and

5

R¹² is selected from H and methyl;

Z is $-C(\delta)$ -;

\

- 10 R^1 is selected from phenyl substituted with 0-3 R^4 , and a 5-10 membered heteroaryl system substituted with 0-2 R^4 , wherein the heteroaryl is selected from indolyl, and pyridyl;
- 15 R^2 is phenyl substituted with 0-2 R^5 ;
 - R³ is selected from $(CRR)_qOH$, $(CRR)_qOR^{3d}$, $(CH_2)_rC(O)OH$, $(CH_2)_rC(O)NR^{3a}R^{3a}$, $(CHR)_rC(O)NR^{3a}OR^{3d}$, $(CH_2)_rC(O)R^{3b}$, $(CH_2)_rC(O)OR^{3d}$, and $(CH_2)_rDhenyl$;

20

- alternatively, R^3 and R^{10} join to form cyclopropyl, cyclopentyl or cyclopexyl;
- R^{3a} is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, allyl, CH₂CF₃, C(CH₃)CH₂CH₂OH, cyclopropyl, 1-methylcyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, and benzyl;
- 30 R^{3b} is selected from pyrrolidinyl, pyrrolid-3-enyl, and morpholinyl;
 - R^{3d} is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl and benzyl;

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contd
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- R is selected from H, methyl, ethyl, propyl, i-propyl butyl, i-butyl, s-butyl, pentyl, neopentyl, phenyl and benzyl;
- 5 R⁴ is selected from methyl, ethyl, propyl, i-propyl, butyl, ethylene, OCH₃, OCF₃, SCH₃, SO₂CH₃, Cl, F, Br, CN;
 - alternatively, two R^4 join to form $-0-(CH_2)-0-;$

- R⁶ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, C(O)OCH₃, C(O)NHCH₂CH₃;
- R^7 , R^9 , and R^{11} are H;

15

- R^8 is H;
- R^{10} is selected from H/and methyl;
- 20 R¹⁶ is selected from H and methyl;
 - R^{17} is selected from H and methyl;
 - m is 0 or 1/2

- 1 is 0 or 1
- r is 0 or 1; and
- 30 A is 1.



- 14. The compound of claim 1, wherein the compound is selected from :
- Methyl (2S)-3-[[(2,4-dimethylphenyl)methyl]amino]-2[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]propanoate;

		Methy $(2R)$ -3-[[(2,4-dimethylphenyl)methyl]amino]-2-
		[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
BI		propanoate;
Cont 5		$(2S)-3-[[\langle 2,4-\text{dimethylphenyl}\rangle]$ methyl]amino]-2-[[[[3-
		(trifluoromethyl)benzoyl]amino]acetyl]amino]-
		propandic acid;
		(2S) - N - Methyl - 3 - [[(2, 4-dimethylphenyl)methyl]amino] - 2 -
	10	[[[[3-(trituoromethyl)benzoyl]amino]acetyl]amino]-
		propanamide
		(2S)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
		(trifluoromethxl)benzoyl]amino]acetyl]amino]-
	15	propanamide;
		(2R)-3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
		(trifluoromethyl)benzoyl]amino]acetyl]amino]-
T.		propanamide;
	20	
		(2S)-N-Ethyl-3-[[(2,4-dimethyl)methyl]amino]-2-
		[[[[3-(trifluoromethyl) enzoyl]amino]acetyl]amino]-
		propanamide;
	25	(2S) - N-Benzyl-3-[[(2,4-dimethyl)henyl)methyl]amino]-2-
		[[[[3-(trifluoromethyl)benzdyl]amino]acetyl]amino]-
		propanamide;
		(2S)-N-1sopropyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
	30	[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
		propanamide;
		(2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
		2-[[[[3-
	35	(trifluoromethyl)benzoyl]amino]acety
		propanamide;
		(2S)-N-Cyclopropy1-3-[[(2,4-dimethylphenyl)methyl]amino]-
		2-[[[[3-

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propanamide;
         (2S) - N - \text{Cyclob}(tyl - 3 - [[(2, 4 - \text{dimethylphenyl}) \text{methyl}] \text{amino}] -
              2-[[[[3-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
         (2S) -N-Phenyl-3-[[(\, 4-dimethylphenyl)methyl]amino]-2-
    10
              [[[[3-(trifluor@methyl)benzoyl]amino]acetyl]amino]-
              propanamide;
(2S) - N, N-Dimethyl-3-[[(\lambda, 4-dimethylphenyl)methyl]amino]-
              2-[[[[3-
    15
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
         (2S) -N-Methyl, N-methoxy-3-[[(2,4-
              dimethylphenyl)methyl]amino]-2-[[[[3-
    20
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
         Methyl (2S)-3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-...]]]
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
    25
              propanoate;
         (2S) -3-[[(4-chlorophenyl)methyl]amino]-2-[[[[3-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
    30
         (2S) -N-Ethyl-3-[[(4-chlorophenyl)methyl]amin0]-2-[[[[3-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
        Methyl (2S)-3-[[(1S/R)-1-(4-chlorophenyl)ethyl] amino]-2-
    35
              [[[[3-(trifluoromethyl)benzoyl]amino]acetyl\amino]-
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propanoate;

(trif\uoromethyl)benzoyl]amino]acetyl]amino]-

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(2S) - 3 - [[(1S/R) - 1 - (2, 4 -
              dimethylphenyl)ethyl]amino]-2-[[[[3-
              (tr\fluoromethyl)benzoyl]amino]acetyl]amino]-
              propanoate;
        Methyl (2S) - 3 - [(1H - indol - 3 - ylmethyl) amino] - 2 - [[[[3 - ylmethyl]]]]
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanoate\
         (2S) -3-[(1H-indol\frac{1}{3}-ylmethyl)amino]-2-[[[[3-
    10
(trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
        Methyl (2S)-3-[(1,3-ben)zodioxol-5-ylmethyl)amino]-2-
    15
              [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanoate;
        Methyl (2S)-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-
              (trifluoromethyl)benzoyl amino acetyl amino -
    20
              propanoate;
        Methyl (2S)-2-[[[[2-[[(1,1-
              dimethylethoxy)carbonyl]amind]-5-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
    25
              [[(2,4-dimethylphenyl)methyl]amino]-propanoate;
        Methyl (2S)-2-[[[[2-amino-5-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanoate;
    30
         (2S)-2-[[[2-amino-5-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
        N-[2-[[(1s)-2-[[(2,4-dimethylphenyl)methyl]amin \ 0]-1-
    35
              (hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
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N-[2-[[(1, R)-2-[[(2, 4-dimethylphenyl)methyl]amino]-1-
              (hydroxymethyl)ethyl]amino]-2-oxoethyl]-3-
              (trif\uoromethyl)benzamide;
         N-[2-[[(1S, 2)S/R)-1-[[[(2,4-
              dimethylphenyl)methyl]amino]methyl]-2-
              hydroxypropyl]amino]-2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
    10
         tert-Butyl (3R)-4-[\(\frac{1}{2}\),4-dimethylphenyl)methyl]amino]-3-
              [[[[3-(trifluor@methyl)benzoyl]amino]acetyl]amino]-
butanoate:
         N-[2-[(1R)-2-[(2,4-dimethylphenyl)methyl]amino]-1-
    15
              (phenylmethyl)ethyl]amino]-2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
         (2S) - N - tert - Buty1 - 2 - [[[[2 - [[1], 1 -
              dimethylethoxy)carbonyl]amino]-5-
    20
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
         (2S) - N - tert - Butyl - 2 - [[[[2-amino-5-]]]]
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
    25
         (2S) -N-tert-Butyl-3-[[(4-bromo, 2-
              methylphenyl)methyl]amino]-2-[[[[2]-[[(1,1-
              dimethylethoxy)carbonyl]amino]-5-
    30
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
         (2S) - N - tert - Butyl - 2 - [[[[2-amino-5-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(4-
              bromo, 2-methylphenyl)methyl]amino]-propanamide;
    35
         N-[2-[[(1S, 2S)-1-[[[(2,4-
              dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
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(methyl)butyl]amino]-2-oxoethyl]-3-
              (thifluoromethyl)benzamide;
        N-[2-[[(1S), 2R)-1-[[[(2,4-
             dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
              (methyl) butyl] amino] -2-oxoethyl] -3-
              (trifluoromethyl)benzamide;
        N-[2-[[(1S, 2S)-1]-[[[(2,4-
    10
             dimethylpheny) methyl]amino]methyl]-2-hydroxy-2-
              (phenyl)ethyl]amino]-2-oxoethyl]-3-
(trifluoromethyl) benzamide;
        N-[2-[[(1S, 2R)-1-[[[(2\lambda 4-
    15
             dimethylphenyl)methyl]amino]methyl]-2-hydroxy-2-
              (phenyl)ethyl]amino]-2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
        N-[2-[[(1S, 2S)-1-[[[(2,4-
    20
             dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
              (phenyl)propyl]amino]-2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
        N-[2-[[(1S, 2R)-1-[[[(2,4-
    25
             dimethylphenyl)methyl]amino]methyl]-2-hydroxy-3-
              (phenyl)propyl]amino]-2-oxoethyl]
              (trifluoromethyl)benzamide;
        N-[2-[[(1S, 2S)-1-[[[(2,4-
    30
             dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
              (methyl)pentyl]amino]-2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
        N-[2-[[(1S, 2R)-1-[[(2,4-
    35
             dimethylphenyl)methyl]amino]methyl]-2-hydroxy
              (methyl)pentyl]amino]-2-oxoethyl]-3-
             (trifluoromethyl)benzamide;
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```
N-[2-[[(1/s, 2s)-1-[[[(2,4-
         dimethylphenyl)methyl]amino]methyl]- 2-
          (hydroxy)butyl]amino]-2-oxoethyl]-3-
          (trifluoromethyl)benzamide;
    N-[2-[[(1S, 2R)]-1-[[[(2,4-
         dimethylphenyl)methyl]amino]methyl]-2-
         (hydroxy)budyl]amino]-2-oxoethyl]-3-
         (trifluoromethyl)benzamide;
10
    N-[2-[[(1S, 2S)-1-[[(2,4-
         dimethylphenyl)methyl]amino]methyl]-2-
         (hydroxy)butyl]amino]-2-oxoethyl]-2-[[(1,1-
         dimethylethoxy)carbonyl]amino]-5-
15
         (trifluoromethyl) behzamide;
    N-[2-[[(1S, 2S)-1-[[[(2,4-
         dimethylphenyl)methyl]amino]methyl]-2-
         (hydroxy)butyl]amino]-2→oxoethyl]-2-amino-5-
20
         (trifluoromethyl)benzamide;
    N-[2-[(1S, 2S)-1-[((2,4-
         dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
         (methyl)pentyl]amino]-2-oxoethyl]-2-[[(1,1-
25
         dimethylethoxy)carbonyl]amino]\5-
         (trifluoromethyl)benzamide;
    N-[2-[[(1S, 2R)-1-[[[(2,4-
         dimethylphenyl)methyl]amino]methyl\-2-hydroxy-4-
30
         (methyl) pentyl amino ] -2-oxoethyl ] -2 + [[(1,1-
         dimethylethoxy)carbonyl]amino]-5-
         (trifluoromethyl)benzamide;
    N-[2-[[(1S, 2S)-1-[[[(2,4-
35
         dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
         (methyl)pentyl]amino]-2-oxoethyl]-2-amino\5-
         (trifluoromethyl)benzamide;
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```
N-[2-[[(1S, 2R)-1-[[[(2,4-
              dimethylphenyl)methyl]amino]methyl]-2-hydroxy-4-
              (methyl)pentyl]amino]-2-oxoethyl]-2-amino-5-
              (trifluoromethyl)benzamide;
        N-[2-[[(1s, 2s)]-1-[[[(2,4-
              dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-
              (hydroxy)pentyl]amino]-2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
    10
        N-[2-[[(1S, 2R)-1-[[((2,4-
dimethylphenyl)methyl]amino]methyl]-4,4-dimethyl-2-
              (hydroxy)pentyl]amino]-2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
    15
        N-[2-[[(1S, 2S)-1-[[[(2,4-1)])]]]
              dimethylphenyl)methyl amino methyl -2-
              (hydroxy)pentyl]amino] √2-oxoethyl]-3-
              (trifluoromethyl)benzamide;
    20
        N-[2-[[(1S, 2R)-1-[[[(2,4-
              dimethylphenyl)methyl]amind]methyl]-2-
              (hydroxy)pentyl]amino]-2-oxdethyl]-3-
              (trifluoromethyl)benzamide;
    25
        N-[2-[[(1S, 2S)-1-[[(2,4-
              dimethylphenyl)methyl]amino]methyl]-2-
              (hydroxy) pentyl] amino] -2-oxoethy\frac{1}{2}] -2-[[(1,1-
              dimethylethoxy)carbonyl]amino]-5-
    30
              (trifluoromethyl)benzamide;
        N-[2-[(1S, 2R)-1-[((2,4-
              dimethylphenyl)methyl]amino]methyl]-2
              (hydroxy)pentyl]amino]-2-oxoethyl]-2-1((1,1-
    35
             dimethylethoxy)carbonyl]amino]-5-
              (trifluoromethyl)benzamide;
        N-[2-[[(1S, 2S)-1-[[((2,4-
             dimethylphenyl)methyl]amino]methyl]-2-
```

(hydroxy) pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide; N-[2-[[(1S, 2R)]]-[[[(2,4dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide; N-[2-[[(1S, 2S)-1-[[((2,4-10 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide; N-[2-[[(1S, 2R)-1-[[[(2,4-1)])]]]dimethylphenyl)methyl]amino]methyl]-2-15 (hydroxy)pentyl]amino]-2-oxoethyl]-3-amino-5-(trifluoromethyl)benzamide; N-[2-[[(1S, 2S)-1-[[(2,4-20 dimethylphenyl)methyl]amino)methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(ethylamino)carbonyl]amino] (trifluoromethyl)benzamide; N-[2-[[(1S, 2R)-1-[[[(2,4-25 dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]\-2-[[(ethylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide; 30 N-[2-[[(1S, 2S)-1-[[[(2,4dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(isopropylamino) carbonyl]amino]-5-(trifluoromethyl)benzamide; 35 N-[2-[[(1S, 2R)-1-[[[(2,4dimethylphenyl)methyl]amino]methyl]-2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-

```
[(isopropylamino) carbonyl]amino]-5-
          (Arifluoromethyl)benzamide;
    N-[2-[[(1), 2S)-1-[[[(2,4-
          dimethylphenyl)methyl]amino]methyl]-2-
          (hydroxy)pentyl]amino]-2-oxoethyl]-2-[(1-
         pyrrolidinylcarbonyl)amino]-5-
          (trifluoromethyl)benzamide;
10
    N-[2-[[(1s, 2s)-1][[[(2,4-
          dimethylphenyl\methyl]amino]methyl]-2-
          (hydroxy)pentyl amino] -2-oxoethyl] -2-[(1-
          azetidinylcarbonyl)amino]-5-
          (trifluoromethyl)benzamide;
15
    N-[2-[[(1S, 2S)-1-[[[(2,4)
          dimethylphenyl)methyl amino methyl -2-
          (hydroxy)pentyl]amino]-\(\frac{1}{2}\)-oxoethyl]-2-
          [[(methylamino)carbonyl]amino]-5-
20
          (trifluoromethyl)benzamide;
    N-[2-[[(1S, 2R)-1-[[[(2,4-
         dimethylphenyl)methyl]amino]methyl]-2-
          (hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(4-
25
         mopholinylcarbonyl)]amino]-5-
          (trifluoromethyl)benzamide;
    N-[2-[[(1S, 2R)-1-[[[(2,4-
         dimethylphenyl)methyl]amino]methyl]\frac{1}{2}
30
          (hydroxy)pentyl]amino]-2-oxoethyl]-2-√[[(1-
         piperazinylcarbonyl)]amino]-5-
          (trifluoromethyl)benzamide;
    N-[2-[[(1s, 2s)-1-[[(4-ethylphenyl)methyl]amiho]methyl]-
35
         2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[[(\frac{1}{4},1-
         dimethylethoxy)carbonyl]amino]-5-
          (trifluoromethyl)benzamide;
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```
N-[2-[[(1S, \ \ \ \ \ \ )]-1-[[[(4-ethylphenyl)methyl]amino]methyl]-
             2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
             (trifluor@methyl)benzamide;
        N-[2-[(1S, 2S)-1-[((4-ethylphenyl)methyl]amino]methyl]-
             2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-
             [[(isopropylamino) carbonyl]amino]-5-
             (trifluoromethy) benzamide;
   10
        N-[2-[[(1S, 2S)-1-[[[(4-ethylphenyl)methyl]amino]methyl]-
             2-(hydroxy)pentyl]amino]-2-oxoethyl]-2-[(4-
morpholinylcarbonyl)amino]-5-
             (trifluoromethyl)benzamide;
   15
        N-[2-[[(1S, 2S)-1-[[[(4-dimethylamino-2-
             methylphenyl)methyl]amin@]methyl]-2-
             (hydroxy)pentyl]amino]-2-qxoethyl]-2-[[(1,1-
             dimethylethoxy)carbonyl]amino]-5-
             (trifluoromethyl)benzamide;
   20
        N-[2-[(1S, 2S)-1-[((4-dimethylamino-2-
             methylphenyl)methyl]amino]methyl]-2-
             (hydroxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
             (trifluoromethyl)benzamide;
   25
        N-[2-[[(1S, 2S)-1-[[[(2,4-
             dimethylphenyl)methyl]amino]methyl]-2-
             (hydroxy)pentyl]amino]-2-oxoethyl]-2-\(tert-
             butyl)amino-5-(trifluoromethyl)benzamide;
   30
        N-[2-[[(1S, 2S)-1-[[[(2,4-
             dimethylphenyl)methyl]amino]methyl]-2-
             (hydroxy)pentyl]amino]-2-oxoethyl]-2-isophopylamino-
             5-(trifluoromethyl)benzamide;
   35
        N-[2-[[(1S, 2S)-1-[[[(2,4-
             dimethylphenyl)methyl]amino]methyl]-2-
             (hydroxy)pentyl]amino]-2-oxoethyl]-2-benzylamiho-5-
             (trifluoromethyl)benzamide;
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```
N-[2-[[(1s, \lambda s)-1-[[[(2,4-
             dimethylphenyl)methyl]amino]methyl]-2-
              (methoxy) pentyl] amino] -2-oxoethyl] -2-[[(1,1-
             dimethylethoxy)carbonyl]amino]-5-
              (trifluoromethyl)benzamide;
        N-[2-[(1S, 2S)-1-[(1S, 4-
             dimethylphenyl)methyl]amino]methyl]-2-
    10
              (methoxy)pentyl]amino]-2-oxoethyl]-2-amino-5-
              (trifluoromethyl)benzamide;
N-[2-[(S)-1-[[(2,4-dimethylphenyl)methyl]amino]methyl]-
             2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-
              [[(1,1-dimethylethoxy)carbonyl]amino]-5-
    15
              (trifluoromethyl)benzamide;
        N-[2-[(S)-1-[((2,4-dimethylphenyl)methyl]amino]methyl]-
             2-hydroxy-2-(methyl)propyl]amino]-2-oxoethyl]-2-
    20
             amino-5-(trifluoromethyl)benzamide;
        N-[2-[[(S)-1-[[(2,4-dimethylphenyl)methyl]amino]methyl]-
             2-hydroxy-2-(ethyl)butyl]amino]-\(\frac{1}{2}\)-oxoethyl]-2-
              [[(1,1-dimethylethoxy)carbonyl]amino]-5-
    25
              (trifluoromethyl)benzamide;
        N-[2-[(S)-1-[((2,4-dimethylphenyl)methy]]amino]methyl]-
             2-hydroxy-2-(ethyl)butyl]amino]-2-oxoethyl]-2-amino-
             5-(trifluoromethyl)benzamide;
    30
        N-[2-[(S)-1-[((2,4-dimethylphenyl)methyl]amino]methyl]-
             2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-2-
              [[(1,1-dimethylethoxy)carbonyl]amino]-5-
              (trifluoromethyl)benzamide;
    35
        N-[2-[(S)-1-[((2,4-dimethylphenyl)methyl]amino]methyl]-
             2-hydroxy-2-(propyl)pentyl]amino]-2-oxoethyl]-\lambda
             amino-5-(trifluoromethyl)benzamide;
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N-[2-[(S)-2-[(2,4-dimethylphenyl)methyl]amino]-1-
                                     (hydroxycyclopentyl)ethyl]amino]-2-oxoethyl]-2-
                                     [[(1,1-\dimethylethoxy)carbonyl]amino]-5-
                                     (trifluoromethyl)benzamide;
                     N-[2-[(S)-1-[(S)-2-[(2,4-dimethylphenyl)methyl]amino]-
                                    1-(hydroxyc\clopentyl)ethyl]amino]-2-oxoethyl]-2-
                                    amino-5-(trifluoromethyl)benzamide;
          10
                       (2S) -N-tert-Butyl-3\left\{ [(2,4-dimethylphenyl)methyl]amino] - (2S) - (
                                    2-[[[[3-
(trifluoromethoxy\benzoyl]amino]acetyl]amino]-
                                   propanamide;
                      15
                                    2-[[[[3-(difluoromethyl)benzoyl]amino]acetyl]amino]-
                                   propanamide;
                       (2S)-N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
          20
                                    2-[[[[3-
                                    (trifluoromethylthio)benzoxl]amino]acetyl]amino]-
                                   propanamide;
                       (2S) -N-tert-Butyl-3-[[(2,4-dimethy\phenyl)methyl]amino]-
          25
                                    2-[[[[3-
                                    (pentafluoroethyl)benzoyl]amino acetyl]amino]-
                                   propanamide;
                       (2S) - N - tert - Butyl - 2 - [[[2-amino-5-
          30
                                    (trifluoromethoxy)benzoyl]amino]acetyl]amino]-3-
                                    [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
                       (2S) - N - tert - Buty1 - 2 - [[[[2-amino-5-
                                    (methyl)benzoyl]amino]acetyl]amino]-3-1((2,4-
                                    dimethylphenyl)methyl]amino]-propanamide;
         35
                      (2S) -N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
                                    2-[[[[2-ethylamino-5-
```

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(trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                     propanamide;
                        (2S)-N-tertButyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
                                     2-[[[[2\propylamino-5-
                                      (trifluokomethyl)benzoyl]amino]acetyl]amino]-
                                     propanamide;
                        (2S) -N-tert-Buty1 \setminus 3-[[(2,4-dimethylphenyl)methyl]amino]-
          10
                                     2-[[[[2-isobutylamino-5-
                                      (trifluoromethx1)benzoyl]amino]acetyl]amino]-
propanamide;
                        (2S) -N-tert-Butyl-2-[[\[\][2-butylamino-5-
          15
                                      (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
                                      [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
                       (2S) -N-tert-Butyl-2-[[[[2-c\closev]clohexylamino-5-
                                      (trifluoromethyl)benzoyl[amino]acetyl]amino]-3-
          20
                                      [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
                        (2S) - N - tert - Butyl - 3 - [[(2, 4 - dime thylphenyl)methyl]amino] - [(2S) - N - tert - Butyl - 3 - [[(2, 4 - dime thylphenyl)methyl]amino] - [(3S) - N - tert - Butyl - 3 - [[(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) - N - tert - Butyl - 3 - [(3S) -
                                     2-[[[[2-isopropylamino-5-
                                      (trifluoromethyl)benzoyl]amino]acetyl]amino]-
          25
                                     propanamide;
                       (2S) -N-tert-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-
                                     2-[[[[2-(tert-butyl)amino-5-
                                      (trifluoromethyl)benzoyl]amino]acetyl]amino]-
          30
                                     propanamide;
                       (2S) - N - tert - Butyl - 3 - [[(2, 4 - dimethylphenyl) methyl] amino] -
                                     2-[[[[2-(methylaminocarbonyl)amino-5-
                                      (trifluoromethyl)benzoyl]amino]acetyl]amino]-
          35
                                     propanamide;
                       (2S) - N - tert - Butyl - 3 - [(2, 4 - dimethylphenyl)methyl] amino] -
                                     2-[[[[2-(isopropoxycarbonyl)amino-5-
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(trifluonomethyl)benzoyl]amino]acetyl]amino]propanamide; (2S)-N-tert-Buty λ -3-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[2-(isopropylaminocarbonyl)amino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]propanamide; (2S) -N-tert-Buty1-2-[$[\[[2-(cyclohexylcarbonyl) amino-5-$ 10 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide; (2S) -N-tert-Butyl-2-[[[[2-benzylamino-5-(trifluoromethyl)benzovl]amino]acetyl]amino]-3-15 [[(2,4-dimethylphenyl)methyl]amino]-propanamide; (2S) -N-tert-Butyl-2-[[[[2-(para-chloro)benzylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide; 20 (2S) -N-tert-Butyl-2-[[[[2-[(beta- η apthyl)methyl]amino-5-(trifluoromethyl)benzoyl]amin\[dagga]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide; (2S) -N-tert-Buty1-2-[[[[2-(meta-methy $\$)benzylamino-5-25 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amind]-propanamide; (2S) -N-tert-Butyl-2-[[[[2-(para-methyl)benzylamino-5-30 (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2,4-dimethylphenyl)methyl]amino]-propanamide; (2S) -N-tert-Butyl-2-[[[[2-(ortho-methyl)benxylamino-5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-3.5 [[(2,4-dimethylphenyl)methyl]amino]-propanamide; (2S) - N - tert - Butyl - 3 - [(2, 4 - dimethylphenyl) methyl] amino] -2-[[[[2-(para-trifluoromethyl)benzylamino-

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propanamide;
        (2S) - N - tert - Autyl - 2 - [[[[3-amino-5-
              (trifluonomethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
        (2S) -N-tert-Butyl-2-[[[[3-benzylamino-5-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
    10
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
(2S) -N-tert-Butyl-2-[\[ [3-methylamino-5-
              (trifluoromethyl) benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphehyl)methyl]amino]-propanamide;
    15
        (2S) -N-tert-Butyl-2-[[[[3\ethylamino-5-
              (trifluoromethyl)benzbyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
    20
        (2S) -N-tert-Butyl-2-[[[[3-iso\putylamino-5-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
        (2S) -N-tert-Butyl-2-[[[[3-propylamino-5-
   25
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
        (2S) -N-tert-Butyl-2-[[[[3-butylamino\frac{1}{5}-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
    30
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
        (2S) -N-tert-Buty1-2-[[[[3-(trifluoromethylcarbonyl)amino-
             5-(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
   35
        (2S) -N-tert-Buty1-2-[[[[3-(ethoxycarbony1)amino-5-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-3-
              [[(2,4-dimethylphenyl)methyl]amino]-propanamide;
```

(trifluoromethyl)benzoyl]amino]acetyl]amino]-

		(2S)-2-[\[[2-amino-5-
		(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(2
1 /		methyl-4-bromophenyl)methyl]amino]-propanamide;
14,	5	(2S)-2-[[[[2-amino-5-
) ^•	\mathcal{A}	(trifluoromethyl)benzoyl]amino]acetyl]amino]-3-[[(4
Con -		bromophenyl)methyl]amino]-propanamide;
		(2S) - N - tert - Butyl + 3 - [[(4-methylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl + 3 - [[(4-methylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl + 3 - [[(4-methylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl + 3 - [[(4-methylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl + 3 - [[(4-methylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl + 3 - [[(4-methylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl + 3 - [[(4-methylphenyl)methyl]amino] - 2 - (2S) -
	10	[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
		propanamide;
C)		(2S) - N - tert - Butyl - 3 - [(4-bromophenyl) methyl] amino] - 2 -
چم! ا		[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
U Pi	15	propanamide;
U		
3		(2S)-N-tert-Buty1-3-[[(4-bromo-2-
r: N		methylphenyl)methyl]amino]-2-[[[[3-
Ŋ.		(trifluoromethyl)benzovl]amino]acetyl]amino]-
	20	propanamide;
Ħ.		
		(2S) - N - tert - Butyl - 3 - [(4 - methoxyphenyl) methyl] amino] - 2 -
		[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
		propanamide;
	25	
		$(2S)-N-tert$ -Butyl-3-[[(4-methoxy- $\$ -
		methylphenyl)methyl]amino]-2- $[[[3-$
		(trifluoromethyl)benzoyl]amino acetyl]amino]-
		propanamide;
	30	
		(2S) -N-tert-Buty1-3-[[(2-methoxypyridin-5-
		yl)methyl]amino]-2-[[[[3-
		(trifluoromethyl)benzoyl]amino]acetyl]amino]-
		propanamide;
	35	
		$(2S)$ -N-tert-Buty1-3-[[(2,3-dimethy1-4-meth ϕ xy-
		phenyl)methyl]amino]-2-[[[[3-
		(trifluoromethyl)benzoyl]amino]acetyl]amino]-
		propanamide;

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(2S) - N - text - Buty1 - 3 - [[(4 - cyano - 2 - 2 - 2)]]
                                               methy pheny1) methy1 amino] -2-[[[[3-
                                                 (trifl\u00e4oromethyl)benzoyl]amino]acetyl]amino]-
                                               propanamide;
                        (2S) - N - tert - Butyl - 3 - [[(4 - ethylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl - 3 - [[(4 - ethylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl - 3 - [[(4 - ethylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl - 3 - [[(4 - ethylphenyl)methyl]amino] - 2 - (2S) - N - tert - Butyl - 3 - [[(4 - ethylphenyl)methyl]amino] - 2 - (2S) 
                                                 [[[[3-(tri\tuoromethy1)benzoyl]amino]acetyl]amino]-
                                               propanamide\
10
                        (2S) -N-tert-Buty1-\beta-[[(2-methy1-4-
                                               vinylphenyl)methyl]amino]-2-[[[[3-
                                                 (trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                               propanamide;
15
                        (2S) -N-tert-Buty1-3-[[\lozenge4-ethy1-2-
                                               methylphenyl)methyllamino]-2-[[[[3-
                                                (trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                               propanamide;
20
                        (2S) -N-tert-Butyl-3-[[(4-isdpropylphenyl)methyl]amino]-2-
                                                [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                               propanamide;
                       (2S) - N - tert - Butyl - 3 - [[(4 - butylphenyl)methyl]amino] - 2 - [(4 - butylphenyl)methyl]amino] - 2 -
25
                                                [[[[3-(trifluoromethyl)benzdyl]amino]acetyl]amino]-
                                               propanamide;
                       (2S) - N - tert - Butyl - 3 - [[(4 - 
30
                                               dimethylaminophenyl)methyl]amin\[ -2-[[[[3-
                                                (trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                               propanamide;
                       (2S) - N - tert-Butyl-3-[[(4-dimethylamino-2)
35
                                               methylphenyl)methyl]amino]-2-[[[[3-
                                                (trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                               propanamide;
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(2S) - N - tert-Butyl-3-[[(4-methylthiophenyl)methyl]amino]-
                                        2-[[\[[3-
                                        (trif\uoromethyl)benzoyl]amino]acetyl]amino]-
                                       propanamide;
                         methylsulfonylphenyl)methyl]amino]-2-[[[[3-
                                        (trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                       propanamide)
           10
                         (2S) - N - tert - Butyl - 3 - [[(4 -
trifluoromethoxyphenyl)methyl]amino]-2-[[[[3-
                                        (trifluoromethy))benzoyl]amino]acetyl]amino]-
                                       propanamide;
           15
                         (2S) -N-tert-Buty1-3-[[(3-amino-4-
                                       methylphenyl)methyl amino] -2-[[[[3-
                                        (trifluoromethyl)ben\(\frac{1}{2}\)oyl]amino]acetyl]amino]-
                                       propanamide;
           20
                         (2S) -N-tert-Butyl-3-[[(indol\sqrt{3}-yl)methyl]amino]-2-[[[[3-
                                        (trifluoromethyl)benzoyl amino acetyl amino -
                                       propanamide;
                         (2S) -N-tert-Buty1-3-[[(2-methylphenyl)methyl]amino]-2-
           25
                                        [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                       propanamide;
                         (2S) - N - tert - Buty1 - 3 - [((2 - ethylphenyl) methyl] amino] - 2 - (2S) - N - tert - Buty1 - 3 - [((2 - ethylphenyl) methyl] amino] - 2 - (2S) - N - tert - Buty1 - 3 - [((2 - ethylphenyl) methyl] amino] - 2 - ((2S) - N - tert - Buty1 - 3 - (((2 - ethylphenyl) methyl) methyl] amino] - 2 - ((2S) - N - tert - Buty1 - 3 - (((2 - ethylphenyl) methyl) methyl] amino] - 2 - (((2 - ethylphenyl) methyl) methyl] amino] - 2 - (((2 - ethylphenyl) methyl) methyl] amino] - 2 - (((2 - ethylphenyl) methyl) methyl] amino] - ((((2 - ethylphenyl) methyl) methyl) methyl] amino] - ((((2 - ethylphenyl) methyl) methyl) methyl] amino] - ((((2 - ethylphenyl) methyl) methyl) methyl) methyl) methyl me
           30
                                        [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
                                       propanamide;
                         (2R) - N - \text{Ethyl} - 3 - [[(2, 4 - \text{dimethylphenyl}) \text{meth}]] \text{ amino}] - 2 -
                                        [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
           35
                                       propanamide;
                         (2R) - N - tert - Butyl - 3 - [[(2, 4 - dimethylphenyl)methyl]amino] -
                                       2-[[[[3-
```

(trifluoromethyl)benzoyl]amino]acetyl]amino]propanamide; (2R) - N - [(2 - methyl) hydroxyprop - 2 - yl] - 3 - [[(2, 4 - weak) - weak]] - 3 - [[(2, 4 - weak) dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]propanamide; (2S) - N - tert - Amyl - 3 - [(2, 4 - dimethylphenyl)methyl]amino] - 2 -[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-10 propanamide; (2S) - N - [(2-methyl) hydroxyprop - 2 - yl] - 3 - [[(2, 4 - weak + 1) - 3 - (2 - weak + 1)] - 3 - (2 - weak + 1)] - 3 - (2 - weak + 1)] - 3 - (3 - weakdimethylphenyl)methy λ]amino]-2-[[[[3-15 (trifluoromethyl)benzoyl]amino]acetyl]amino]propanamide; dimethylphenyl)methyl]amino]-2-[[[[3-20 (trifluoromethyl)benzoyl]amino]acetyl]amino]propanamide; (2S) -N-Cyclopentyl-3-[[(2,4-dimethy\{phenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-25 propanamide; (2S) -N-Cyclohexyl-3-[[(2,4-dimethylpheny])methyl]amino]-2-[[[[3-30 (trifluoromethyl)benzoyl]amino]acetyl amino]propanamide; dimethylphenyl)methyl]amino]-2-[[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-35 propanamide;

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(2S) - N - \text{Å}11y1 - 3 - [(2, 4 - \text{dimethylphenyl}) \text{methyl}] \text{amino}] - 2 -
              [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
         (2S) -N-Cyclopropylmethyl-3-[[(2,4-
              dimethylphenyl)methyl]amino]-2-[[[[3-
               (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
    10
         N-[2-[(2S)-3-[(2,4-dimethylphenyl)methyl]amino]-1-
               (pyrrolid-3-enyl)-1-oxopropyl-2-amino]-2-oxoethyl]-
3-(trifluoromethyl)benzamide;
         N-[2-[(2s)-3-[(2,4-d)]] methylphenyl)methyl]amino]-1-
    15
               (pyrrolidinyl)-1-oxopropyl-2-amino]-2-oxoethyl]-3-
              (trifluoromethyl)behzamide;
         N-[2-[(2S)-3-[(2,4-dimethylphenyl)methyl]amino]-1-
               (morpholiny1)-1-oxopropy1-2-amino]-2-oxoethy1]-3-
    20
              (trifluoromethyl)benzamide;
         (2S) -N-Isobuty1-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
              [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
    25
         (2S) -N-sec-Butyl-3-[[(2,4-dimethylphenyl)methyl]amino]-2-
              [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
    30
         (2S) - N - tert - Butyl - 4 - [(2, 4 - dimethylphenyl)methyl]amino] -
              3 - [[[[3 -
              (trifluoromethyl)benzoyl]amino]acetyl[amino]-
              butanamide;
         (2S, 3R) - N - \text{Ethyl} - 3 - [(2, 4 - \text{dimethylphenyl}) \text{meth} \times 1] \text{ amino}] - 2 -
    35
              [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
              butanamide;
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(2S, 3R)
                5N-Ethyl-3-[[(4-bromophenyl)methyl]amino]-2-[[[[3-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              butahamide;
        Methyl (2R) - [(2,4-dimethylphenyl)methyl]amino]-3-
              [[[[3-(Arifluoromethy1)benzoy1]amino]acety1]amino]-
              propanoate;
         10
              [[[[3-(trifl\u00faoromethyl)benzoyl]amino]acetyl]amino]-
              propanamide;
Methyl (2S)-4-[(2,4-dimethylphenyl)methyl]amino]-2-
              [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
    15
              butanoate;
         (2S)-4-[[(2,4-dimethylphenyl)methyl]amino]-2-[[[[3-
              (trifluoromethyl)benzdyl]amino]acetyl]amino]-
              butanamide;
    20
         (2S) - N - \text{Ethyl} - 4 - [[(2, 4 - \text{dimethyl}) \text{phenyl}) \text{methyl}] \text{ amino}] - 2 - 4
              [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
              butanamide;
         (2S) - N - \text{Ethyl} - 4 - [[(2, 4 - \text{dimethylphen'yl}) \text{methyl}] \text{methylamino}] -
    25
              2-[[[3-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-
              butanamide;
    30
         (2S) -N-tert-Buty1-2-[[[[2-[[(1,1-
              dimethylethoxy)carbonyl]amino]-5-
              (trifluoromethyl)benzoyl]amino]acetyl[amino]-4-
              [[(2,4-dimethylphenyl)methyl]amino]-butanamide;
    35
         (2S) -N-tert-Buty1-2-[[[[2-[[(1,1-
              dimethylethoxy)carbonyl]amino]-5-
              (trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
              [[(2,4-dimethylphenyl)methyl]methylamino].
              butanamide;
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(2S) - N - text - Butyl - 2 - [[[[2-amino-5-
     (trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
     [[(2,4\dimethylphenyl)methyl]amino]-butanamide;
(2S) - N - tert - Butyl - 2 - [[[[2-amino-5-
     (trifluoromethyl)benzoyl]amino]acetyl]amino]-4-
     [[(2,4-dimethylphenyl)methyl]methylamino]-
     butanamide;
(2S) -N-tert-Buty1-2-\[[[[3-amino-5-
     (trifluoromethyl\benzoyl]amino]acetyl]amino]-4-
     [[(2,4-dimethylphenyl)methyl]amino]-butanamide;
(2S) - N - tert - Buty1 - 2 - [[[[3 - amino - 5 - 1]]]]
     (trifluoromethyl)benzoyl]amino]acetyl]amino]-4-[[(4-
     ethylphenyl)methyl]amino]-butanamide;
(2S) - N - tert - Butyl - 4 - [[(2, 4 - d)methylphenyl)methyl]amino] -
     2-[[[[3-
     (trifluoromethyl)benzoyl]amino]acetyl]amino]-
     butanamide;
(2S) -N-tert-Butyl-4-[[(4-ethylphenyl)methyl]amino]-2-
     [[[[3-(trifluoromethyl)benzoyl\amino]acetyl]amino]-
     butanamide;
(2S) - N - \text{Ethyl} - 5 - [(2, 4 - \text{dimethylphenyl}) \text{ methyl}] \text{ amino}] - 2 -
     [[[[3-(trifluoromethyl)benzoyl]amino]acetyl]amino]-
     pentanamide;
N-[2-[[(1S, 2S/R)-1-[[[(2,4-
     dimethylphenyl)methyl]methylamino]methyl]-2-hydroxy-
     3-(methyl)butyl]amino]-2-oxoethyl]-3-
     (trifluoromethyl)benzamide;
N-[2-[[(1S, 2S)-1-[[[(2,4-
     dimethylphenyl)methyl]methylamino]methyl]
     (hydroxy)pentyl]amino]-2-oxoethyl]-2-
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[\(\(\)(isopropylamino) carbonyl]amino]-5-
             (trifluoromethyl) benzamide;
        N-[2-[[(1S, 2S)-1-[[(2,4-
             dimethxlphenyl)methyl]isopropylamino]methyl]-2-
             (hydroxy) pentyl]amino]-2-oxoethyl]-2-
             [[(isopropylamino) carbonyl]amino]-5-
             (trifluoromethyl)benzamide;
   10
        N-[2-[[(1S, 2S)-1]][[(4-
             ethylphenyl)methyl]methylamino]methyl]-2-
(hydroxy)penty\)amino]-2-oxoethy1]-2-
             [[(isopropylamino) carbonyl]amino]-5-
             (trifluoromethyl) benzamide;
   15
        N-[2-[[(1S, 2S)-1-[[[(4-
             ethylphenyl)methyl]i&opropylamino]methyl]-2-
             (hydroxy)pentyl]amino∫-2-oxoethyl]-2-
             [[(isopropylamino) carbonyl]amino]-5-
   20
             (trifluoromethyl)benzamide;
        (2S) - N - tert - Butyl - 3 - [ (2, 4 - 2)]
             dimethylphenyl)methyl]methylamino]-2-[[[[3-
             (trifluoromethyl)benzoyl]amino]acetyl]amino]-
   25
             propanamide;
        N-[2-[[1-[[(2,4-
             dimethylphenyl)methyl]amino]methyl]cyclohexyl]amino]
             -2-oxoethyl]-3-(trifluoromethyl)benzamide;
   30
        N-[2-[[1-[[[4-
             chlorophenyl) methyl] amino] methyl] cyclohexyl] amino] -
             2-oxoethyl]-3-(trifluoromethyl)benzamide;
   35
        N-[2-[[1-[[(2,4-
             dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino
             ]-2-oxoethyl]-3-(trifluoromethyl)benzamide
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N - [2 - [1 - [[(2, 4 dimethylphenyl)methyl]amino]methyl]cyclopentyl]amino $]-2-\infty$ dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide; N-[2-[[1-[[[(\2,4dimethylphenyl)methyl]amino]methyl]cyclopropyl]amino]-2-oxoethyl]-2-[[(1,1dimethylethoxy)carbonyl]amino]-5-(trifluoromethyl)benzamide; N-[2-[[1-[[(2,4dimethylphenyl) methyl] amino] methyl] cyclopropyl] amino]-2-oxoethyl]-2-amino-5-(trifluoromethyl)benzamide; and (2S) - N - Ethyl - 3 - [[(2, 4 - dimethylphenyl) methyl] amino] - 2 -[[[[2-amino-5-(trifluoromethyl)benzoyl]amino]acetyl] amino]-2-methyl-propanamide. 15. A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1. 16. A method for modulation of chemokine or chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1. 17. A method for modulation of MCP-1, MCP-2, MCP-3

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- 17. A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.
- 18. A method for modulation of MCP-1\activity comprising administering to a patient in need thereof a

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therapeutically effective amount of a compound of claim 1.

19. A method for treating or preventing disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claims 1, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects, Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

- 20. The method for treating or preventing disorders, of claim 19, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.
- 21. The method for treating or preventing disorders, of claim 20, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.



The method for treating or preventing disorders \ of claim 21, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerasis, and rheumatoid arthritis.

A method for treating or preventing rheumatoid arthritis, comprising administering to a patient in need thereof a therapedtically effective amount of a compound of claim 1.

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A method for treating or preventing multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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A method for treating or preventing 25. atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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A method for treating or preventing asthma, comprising administering to a pattent in need thereof a therapeutically effective amount of a compound of claim 1.

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A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

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A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.